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SECRETARY, BOARD OF OIL, GAS & MINING

BEFORE THE BOARD OF OIL, GAS AND MINING DEPARTMENT OF NATURAL RESOURCES STATE OF UTAH

IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF RIG II, LLC, FOR AN ORDER FORCE POOLING THE INTERESTS OF ALL OWNERS REFUSING TO AGREE TO LEASE THEIR INTERESTS OR OTHERWISE BEAR THEIR PROPORTIONATE SHARE OF THE **COSTS OF DRILLING OPERATIONS** FOR THE PAPPADAKIS #15-24-2-1E WELL IN THE DRILLING UNIT ESTABLISHED BY THE ORDER IN **CAUSE NO. 139-42, COMPRISING** SECTION 24, TOWNSHIP 2 SOUTH, RANGE 1 EAST, U.S.M., WITHIN THE GREATER ALTAMONT-BLUEBELL AREA, UINTAH COUNTY, UTAH, FOR THE PRODUCTION OF OIL AND GAS FROM THE LOWER GREEN RIVER AND WASATCH FORMATIONS.

AMENDED ORDER AMENDING THE ORDER OF MARCH 17, 2015 AND GRANTING MOTION TO DISMISS THIS ACTION AS TO THE INDIAN LANDS

Docket No. 2014-044

Cause No. 139-126

This cause came on regularly for hearing before the Board of Oil, Gas and Mining (the "Board") on Wednesday, December 9, 2015, at 9:00 a.m., in the Auditorium of the Utah Department of Natural Resources in Salt Lake City, Utah, on RIG II's pending motion to submit additional evidence pertaining to the voluntary pooling of lands owned by the State of Utah and the leasing of the Indian lands, and to dismiss this matter as to the Indian Lands. The Board members present and participating in the hearing were Chairman Ruland Gill, Jr., Susan S. Davis, Gordon L. Moon, Richard Borden, Karl Kendell, and Michael Brown. Chris Hansen did not participate.

Phillip Wm. Lear and Clifford B. Parkinson of Lear & Lear L.L.P. appeared on behalf of RIG II, LLC ("RIG II"), and Tyson P. Kalstrom appeared by affidavit as witness for RIG II.

Michael Johnson, Assistant Attorney General, represented the Board; and Steven F. Alder, Assistant Attorney General, represented the Division of Oil, Gas and Mining (the "Division"). John Rogers, Deputy Director of the Division, participated in the hearing.

No other parties filed a timely response.

NOW THEREFORE, the Board, having fully considered the additional evidenced adduced at the hearing and being fully advised in the premises, makes and enters its Findings of Fact, Conclusions of Law, and Order, as follows:

FINDINGS OF FACT

- RIG II filed its Request for Agency Action ("Request") on November 12, 2014, 1. requesting the Board to differentiate the correlative rights in the Spaced Interval in the Drilling Unit described in the above caption, to quantify those rights for proper allocation of costs for production, to involuntarily pool those oil and gas interests not heretofore voluntarily pooled, to assess the risk compensation award, and to make other findings, as required by Utah Code Annotated § 40-6-6.5 (West Supp. 2014).
- The Board heard this matter at its regularly scheduled hearing on January 28, 2. 2015. At the hearing RIG II moved the Board to bifurcate its order on the matter to exclude lands owned by the State Road Commission, (now Utah Department of Transportation) ("UDOT Lands") managed by and through the Division of Fire, Forestry and State Lands ("DFFSL") and lands held by the United States, as trustee, and for the Heirs and/or Devisees of Che-aga-rah, 2

aka Henry Reeve, and of George Parvedro, allottees, of the Uintah and Ouray Reservation (the Henry Reeve, and of George Parvedro lands hereinafter collectively referred to as the "Indian Lands") (hereinafter the UDOT Lands and the Indian Lands shall be referred to as the "Excluded Lands"), in order to pursue leases for the oil and gas in the Excluded Lands and to continue consideration of the Excluded Lands and their owner's interests to a subsequent hearing. The Board granted the motion by bench ruling at the hearing.

- 3. On March 17, 2015, the Board entered its Findings of Fact, Conclusions of Law, and Order ("Order") force pooling those interests that were not excluded from the January 28, 2015 hearing (the "Previously Pooled Lands").
- 4. The Board continued this matter on several occasions as to the Excluded Lands to allow RIG II to pursue leasing of the Excluded Lands.
- 5. On June 12, 2015, DFFSL leased the UDOT Lands to Anderson Exploration Company ("Anderson"). Anderson subsequently assigned the Anderson lease covering the UDOT Lands to Badlands Energy—Utah, LLC ("Badlands"). Badlands and RIG II have entered a cooperative relationship under an Agreement of Mutual Interest regarding the subject lands.
- 6. On October 20, 2015, DFFSL consented to the pooling of the UDOT Lands and executed its Declaration of Pooled Unit.
- 7. On October 21, 2015, the Acting Superintendent of the Bureau of Indian Affairs, Uintah and Ouray Agency, executed Oil and Gas Exploration and Development Lease Allotted Indian Lands 14-20-H62-6568 for and in behalf of the heirs and devisees of Che-aga-rah, aka Henry Reeve, allottee, to Rig II.

8. Also on October 21, 2015, the Acting Superintendent of the Bureau of Indian

Affairs, Uintah and Ouray Agency, issued Oil and Gas Exploration and Development Lease

Allotted Indian Lands 14-20-H62-6569 for and in behalf of the heirs and devisees of George

Parvedo, allottee, to RIG II.

9. RIG II is pursuing the execution of a communitization agreement under which the

Indian Lands will be voluntarily pooled with other lands in the drilling unit. Rig II is confident

that such a communitization agreement will be forthcoming.

10. The acreage weighted average landowner's royalty for private lands leases across

the Spaced Interval in the Subject Lands and drilling unit from which the non-consenting

owners' royalty are determined is revised upward to 16.95%.

11. To date the interest of all Owners having rights to drill into and develop the

Spaced Interval in the Subject Lands have either been voluntarily or forced pooling for common

development, excepting only the interests of the Indian Lands.

12. The Indian Lands and leases that are being proposed for voluntary pooling under

a communization agreement to be sought by RIG II are:

Township 2 South, Range 1 East U.S.M.

Section 24: Lot 5 (aka NW¹/₄NW¹/₄),

Lot 6 (aka SW1/4NW1/4).

Lot 7 (aka NW¹/₄SW¹/₄)

(containing 81.97 acres, more or less)

13. An order amending the Board's March 17, 2015 Findings of Fact, Conclusions of

Law, and Order to acknowledge the (a) voluntary pooling of the DFFSL lands, (b) leasing of the

remaining Indian Lands, and (c) correction of the acreage weighted average landowner's royalty

in the drilling unit in the Spaced Interval to 16.95% promotes the public interest, prevents waste, protects correlative rights of all owners, avoids the drilling of unnecessary wells, and promotes the greatest recovery of oil, gas, and associated hydrocarbons from the Subject Lands and Spaced Interval.

14. The Board voted unanimously to extend the March 17, 2015 Order to include the DFFSL lands and to grant RIG II's motion to dismiss the Request as to the balance of the Excluded Lands affecting the Indian lands and leases.

CONCLUSIONS OF LAW

- 15. The Board has jurisdiction of the parties and of the subject matter of the bifurcated portion of the Request for Agency Action pursuant to *Utah Code Annotated* §40-6-5.
- 16. The Board gave due and regular notice of the time, place, and purpose of the hearing to all interested parties as required by law and by the rules and regulations of the Board.
- 17. Orders of the Board may be properly amended and modified to achieve the purposes of the Utah Oil and Gas Conservation Act, pursuant to *Utah Code Annotated* § 40-6-5 (2015).
- 18. The UDOT Lands have been voluntarily pooled into the Spaced Interval in the Subject Lands.
- 19. RIG II has secured the oil and gas leases affecting the Spaced Interval in the Subject lands the Indian Lands.

- 20. The average landowner's royalty for nonconsenting owners in the Spaced Interval in the Subject Lands and Well has been calculated as authorized by *Utah Code Annotated* § 40-6-6.5-6 (2015).
- 21. The involuntary pooling of the Nonconsenting Owners' interests with those of the Consenting Owners is just and reasonable, and ensures that all Owners will receive their fair and equitable share of production from the Well.
- 22. An order involuntary pooling the interests of unleased and nonconsenting oil and gas interests with those of voluntarily pooled and Consenting Owners in the Spaced Interval in the Subject Lands will promote the public interest, prevent waste, protect correlative rights of all owners, avoid the drilling of unnecessary wells, and promote the greatest recovery of oil, gas, and associated hydrocarbons from the Spaced Interval in the Subject Lands.

ORDER

IT IS THEREFORE ORDERED, based upon the Request, evidence set forth in the December 1st, 2015 Affidavit of Tyson Kalstrom, and the Findings of Fact and Conclusions of Law, hereinabove stated that:

- A. The Board's March 17, 2015 Order be and hereby is amended to include the UDOT Lands, lease, and interests among those voluntarily pooled and acknowledge the UDOT and DFFSL, through the actions of DFFSL, as Consenting Owners in the Spaced Interval in the Subject Lands subject to the Order, as amended.
 - B. That the State of Utah is a Consenting Owner for purposes of that Order.

- C. That the relief and claims set forth in RIG II's Request for Agency Action regarding the Indian lands are hereby dismissed.
- D. That the acreage weighted average landowner's royalty for private lands leases across the Spaced Interval in the Subject Lands and drilling unit from which the non-consenting owners' royalty are determined is revised upward to 16.95%.
- E. That all terms of the March 17, 2015 Order not inconsistent with this Order remain unchanged.
- F. The Board has considered and decided this matter as a formal adjudication, pursuant to the Utah Administrative Procedures Act, pursuant to *Utah Code Annotated* §§ 63G–4–204 through –207, and of the Rules of Practice and Procedure before the Board of Oil, Gas and Mining, *Utah Administrative Code* R641 (2015).
- G. The Findings of Fact, Conclusions of Law, and Order ("Order") are based exclusively upon evidence of record in this proceeding or on facts officially noted, and constitutes the signed written order stating the Board's decision and the reasons for the decision, as required by the Utah Administrative Procedures Act, *Utah Code Annotated* § 63G–4–208 (2015), and the Rules of Practice and Procedure before the Board of Oil, Gas and Mining, as stated in *Utah Administrative Code* R641–109 (2015) and constitutes a final agency action as defined in the Utah Administrative Procedures Act and Board rules.
- H. Notice of Right of Judicial Review by the Supreme Court of the State of Utah. The Board hereby notifies all parties to this proceeding that they have the right to seek judicial review of this Order by filing an appeal with the Supreme Court of the State of Utah

within 30 days after the date this Order is issued. See Utah Code Annotated § 63G-4-208(1)(f) & -4-301(1)(a) (2015).

- I. **Notice of Right to Petition for Reconsideration.** As an alternative, but not as a prerequisite to judicial review, the Board hereby notifies all parties to this proceeding that they may apply for reconsideration of this Order. *See Utah Code Annotated* § 63G–4–208(1)(e) (2015). The Utah Administrative Procedures Act provides:
 - (1) (a) Within 20 days after the date that an order is issued for which review by the agency or by a superior agency under Section 63G-4-301 is unavailable, and if the order would otherwise constitute final agency action, any party may file a written request for reconsideration with the agency, stating the specific grounds upon which relief is requested.
 - (b) Unless otherwise provided by statute, the filing of the request is not a prerequisite for seeking judicial review of the order.
 - (2) The request for reconsideration shall be filed with the agency and one copy shall be sent by mail to each party by the person making the request.
 - (3)(a) The agency head, or a person designated for that purpose, shall issue a written order granting the request or denying the request.
 - (b) If the agency head or the person designated for that purpose does not issue an order within 20 days after the filing of the request, the request for reconsideration shall be considered to be denied.

Utah Code Ann. § 63G-4-302 (2015).

The Rules of Practice and Procedure before the Board of Oil, Gas and Mining entitled "Rehearing and Modification of Existing Orders" states:

Any person affected by a final order or decision of the Board may file a petition for rehearing. Unless otherwise provided, a petition for rehearing must be filed no later than the 10th day of the month following the date of signing of the final order or decision for which the rehearing is sought. A copy of such petition will be served on each other party to the proceeding no later than the 15th day of that month.

Utah Admin. Code R641–110–100 (2015).

The Board hereby rules that, should there be any conflict between the deadlines provided in the Utah Administrative Procedures Act and the Rules of Practice and Procedure before the Board of Oil, Gas and Mining, the later of the two deadlines shall be available to any party moving to rehear this matter. If the Board later denies a timely petition for rehearing, the aggrieved party may seek judicial review of the order by perfecting an appeal with the Utah Supreme Court within 30 days thereafter.

J. The Board retains exclusive and continuing jurisdiction of all matters covered by this Order and of all parties affected thereby; and specifically, the Board retains and reserves exclusive and continuing jurisdiction to make further orders as appropriate and authorized by statute and applicable regulations.

K. The Chairman's signature on a facsimile copy of this Order shall be deemed the equivalent of a signed original for all purposes.

ENTERED this 14th, day of January, 2016.

STATE OF UTAH

BOARD OF OIL, GAS AND MINING

Ruland J. Gill Jr., Chairman

CERTIFICATE OF SERVICE

I hereby certify that on this 15th day of January, 2016, I caused a true and correct copy of the foregoing **ORDER** for Docket No. 2014-044, Cause No. 139-126, to be mailed by Email or via First Class Mail with postage prepaid, to the following:

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